agency of distribution.[32] In this character it can claim protection of the rule forbidding prohibition of a business not inherently objectionable, or regulation unreasonably discriminating against individuals engaged therein.[33] Moreover, an ordinance like the present, making no exception in the case of distribution of tickets for charitable benefits or similar functions may well be considered obnoxious to principles laid down by In re Dart.[34] But legislative action is ordinarily not directed against such innocuous species of the genus ticket-holder. Query, under the holdings of the California courts, as to the proper avenue of ingress to the realm of the "side-walk seller"?

A rule of thumb, convenient in testing the validity of police measures, prescribes the following criteria.[35] First, is the enactment in question seeking a legitimate governmental end? Second, is the means selected reasonably calculated to attain that end? Third, will the resulting public benefit be a reasonable off-set to any resulting injuries to persons or property? The question of reasonableness is, in each case, for judicial determination.[36]

Public comfort and convenience would assuredly be served by elimination of certain of the petty pirates of the by-ways, and the alleviation of necessity for rendering them further tribute. If it did not involve applying to Lilliput a Brobdinagian analogy, Commodore Decatur and the Tripolitan corsairs might well serve as a precedent. Coupled with the authorities these considerations might well be imagined as affirmatively answering question one. The fact that an enactment benefiting the theater-going public generally would incidentally require a minute portion of the population to seek other and possibly useful employment should be no reason for returning a negative answer to question three. There still remains question two. But a skilful draftsman, mindful of the principle involved and of the admonitions of Ex parte Quarg and Matter of Dees, very conceivably might make a satisfactory reply, and accomplish the extinction of ticket brokers of the curb-stone variety without the assistance of a constitutional amendment.[37] *E. M. P.*

CORPORATIONS: DISPENSING WITH PUBLISHED NOTICE OF ANNUAL STOCKHOLDERS' MEETING—With regard to the provisions of the laws of California (Civil Code, sections 301, 302, 303) as

[32] Petitioner in the present case, for example, was employed at a newsstand in a hotel.

[33] See In re Dart (1916) 172 Cal. 47, 155 Pac. 53, L. R. A. 1916D 905; Ex parte Wisner (1917) 32 Cal. App. 637, 163 Pac. 868.

[34] Supra, n. 33.

[35] Matter of Miller (1912) 162 Cal. 687, 694, 124 Pac. 427. See L. D. Mallonee, "Police Regulations"—Essentials of Unconstitutionality, 51 American Law Review, 187, 188. Cf. Freund on the Police Power, § 63.

[36] Dobbins v. Los Angeles (1904) 195 U. S. 223, 236, 49 L. Ed. 169, 25 Sup. Ct. Rep. 18; Freund on the Police Power, § 63.

[37] No attempt has been made in this comment to consider the effects of a provision upon the ticket itself forbidding its transfer or assignment.

to notice of the regular annual meeting of stockholders of a corporation, attention has been called to the confused language used, and the uncertainty as to whether published notice must be given.[1] The doubt thus expressed has been acutely felt by all persons having to do with the conduct of stockholders' meetings. The case of *Guaranty Loan Company v. Fontanel*[2] goes far towards settling the question. The corporation had adopted a by-law, evidently fixing exactly the time and place of its annual stockholders' meeting, and dispensing with notice of such meeting. At the time and place set, no notice having been given, the meeting took place, the owners of 600 out of 1000 total shares being present or represented. The meeting was adjourned till two days later, when all the shares were present or represented, and directors were elected. Some stockholders present protested the validity of the meeting. The court held nevertheless that the action taken at this meeting was valid, one ground being that the meeting was a legal one. In so holding, the Supreme Court reversed the decision of the District Court of Appeal[3] that all the elections at such meeting were absolutely void and that not even *de facto* directors were elected, a decision that would have had disastrous consequences, because it would have nullified action by innumerable boards of directors in the past. In other words, though section 302 of the Civil Code declares that "the directors of a corporation must be elected annually by the stockholders" and that "notice of such election must be given as prescribed in section 301 (publication in a newspaper), unless all the stockholders waive such notice in writing," which was not the case here; nevertheless, a corporation may provide by by-law for dispensing with notice of its regular annual meeting and may at that meeting elect directors. This result was reached by a construction of section 3, subdivision 4 (giving a corporation by its by-laws power to "provide for" the time of the annual election of directors and the manner of giving notice), which ignores the words: "where no other provision is specially made." No one will contend that in this connection they ought not to be ignored. *A. T. W.*

CORPORATIONS: "DISREGARDING THE CORPORATE ENTITY"—Do the judges always know what they are doing when they declare an intention to "disregard the corporate entity," "draw aside the corporate veil," or "pierce the corporate shield"? The figurative and picturesque nature of the language often used, as in *Talcott Land Company v. Hirshner,*[1] suggests to the prosaic mind an unfirm footing on the ground of legal principles. Undoubtedly the belief that corporations in their business dealings should not always be treated as private individuals doing the same thing are

[1] Clarke on California Corporations, 179.
[2] (May 20, 1920) 59 Cal. Dec. 564, 190 Pac. 177.
[3] (Aug. 26, 1919) 29 Cal. App. Dec. 657.

[1] (Nov., 1919) 30 Cal. App. Dec. 586. Rehearing granted Jan. 16, 1920.